

COPY

By-laws
Governing the
Old Brook Circle Resident Council

ARTICLE I ORGANIZATION & PURPOSE

ORGANIZATION:

The name of the organization shall be:
Old Brook Circle Resident Council

Resident Council name affiliated with:
Richmond Redevelopment & Housing Authority (RRHA)

Organization's address:
3900 Old Brook Circle, Apt. 106
Richmond, VA 23227

PURPOSE:

The purpose of the **Old Brook Circle** Resident Council (the "RC") shall be to address issues of common concern to all residents of the **Old Brook Circle** Community (the "Community"). The **Old Brook Circle** RC should use these By-laws in the most appropriate manner possible to govern its operations as it works to;

- Promote harmony and understanding among the residents of the **Old Brook Circle** community
- Facilitate the existence of a collaborative working relationship between the residents of the **Old Brook Circle** community and the Richmond Redevelopment and Housing Authority (RRHA)
- Promote the health and safety of all residents living in the **Old Brook Circle** community
- Facilitate resident connection (to the extent possible) with the services and resources that the residents need to support healthy aging and independent living
- Provide a democratic forum for the communication of concerns of all residents
- Promote greater participation on the part of the residents in civic and community affairs
- Provide recommendations (when appropriate) on the policies and procedures of the RRHA as they may affect the residents of the **Old Brook Circle** community.

ARTICLE II MEMBERS

SECTION 1: MEMBERS

Every person whose name appears on a current lease for a unit in the **Old Brook Circle** community shall be a member of the RC.

SECTION 2: VOTING MEMBERS

All members of the RC who are either heads of households or at least eighteen (18) years of age or older and whose name appears on a lease in good standing for a unit in the **Old Brook Circle** community shall be eligible to cast one vote on all matters which come before the RC.

ARTICLE III MEETINGS

SECTION 1: LOCATION OF MEETINGS

All meetings of the members shall be held at a location on the property as specified in the meeting notice. Notices of meetings accompanied by a meeting agenda shall be posted in a prominent location at least 5 days prior to each meeting.

SECTION 2: REGULAR MEETINGS

Regular meetings shall be held monthly on the ___3rd Thursday___ of each month at _3:30 __p.m.

SECTION 3: ORDER OF BUSINESS FOR REGULAR MEETINGS

The following items may be considered as agenda items for all regular meetings:

- Call to Order
- Identification of a Quorum
- Approval of Minutes from the last meeting
- Officers' Reports
- Committee Reports
- Unfinished Business
- New Business
- Announcements
- Adjournment

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SECTION 4: SPECIAL MEETINGS

Except as otherwise provided in these By-laws, special meetings of the members shall be called by the President, the Vice President or by delivery of a petition signed by 25% or more voting members to the Secretary. Upon the direction of the President or the Vice President or upon delivery of the petition to the Secretary, the Secretary shall, at least 48 hours prior to the date scheduled for the special meeting, publish and post a meeting notice and agenda.

If the flyer is delivered door-to-door, then if more than one member lives at the same address then notice properly given to one member at such address shall constitute a properly delivered notice to all members at such address. The notice of the special meeting must state: the time and date of the special meeting; whether the meeting was called by the President, the Vice President or by petition; and the purpose of the special meeting. Business transacted at all special meetings shall be limited to the specific subjects set forth in the notice and agenda.

SECTION 5: QUORUM; ACT OF THE RESIDENT COUNCIL

At any meeting, **Old Brook Circle's** voting members of the RC shall constitute a quorum as 5 members. If during a meeting, a sufficient number of voting members is no longer present to constitute quorum, then no further business may be transacted during such meeting until such time as a quorum is reestablished. At a duly constituted regular or special meeting, when a quorum is present, the majority vote of the voting members present shall constitute the act of the RC.

ARTICLE IV OFFICERS

SECTION 1: GOVERNING BOARD

To be considered a "Duly Recognized" RC, the RC must have all 5 of the Officer Positions on the Governing Board filled at all times either through a certified election or temporary appointment. The Governing Board of the RC shall consist of the President, the Vice President, the Secretary, the Assistant Secretary and the Treasurer. RCs also have the option of appointing the office of an Assistant Treasurer, Chaplin, Sargent-at-Arms. However, they are not members of the Governing Board. The Governing Board shall have the ability to act between RC meetings of the membership, including the authorization to expend funds without a vote by the RC membership, in an amount not to exceed \$100.00 per month from the RC's account for emergencies, as determined by a majority vote of the Governing Board. The Governing Board shall not, however, have the power to remove officers or to amend or repeal these By-laws.

The Governing Board shall establish rules and regulations for its meetings separate from RC meetings and shall meet at such times as it deems necessary; provided, that reasonable notice of all meetings of the Governing Board shall be given to its members and no act of the Governing Board shall be valid unless approved by the vote of a majority of its members or the written consent of its members. The Governing Board shall keep regular minutes of its proceedings and report the same to the membership at each regular RC meeting & and shall present all actions taken by the Governing Board between RC meetings of the membership for ratification by the RC membership.

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SECTION 2: TERM

Each officer shall serve for a term of three (3) years and/or until his/her successor has been elected unless the office is vacated due to death, resignation, removal or disqualification. Officers may only hold one position at a time and may seek re-election to his or her office without restriction as long as his or her health will allow and they continue to meet the qualifications for office as established by these By-laws.

SECTION 3: QUALIFICATION

All officers of the RC shall meet the following requirements:

- a. At least eighteen (18) years of age and be listed on a fully executed lease for a unit in the **Old Brook Circle** Community; Current in their rent under the terms of the lease or be current in payments under an approved agreement for payment of rent due;
- b. No felony convictions within the last 10 years;
- c. No current lease violation or a lease violation within the last three years;
- d. Willing to serve community;
- e. Committed to working with RRHA staff and other organizations and community leaders to identify and secure services and resources that will promote healthy aging and independent living.
- f. Committed to orderly conduct at all times keeping in mind the integrity of the organization and the integrity of one's self;
- g. Willing to receive further education /training to advance ability to be an effective leader
- h. Able to attend meetings regularly.

If, during the term of office, any officer is not compliant with the qualifications listed above, that officer will be disqualified and removed from office. The vacancy created by such officer's removal shall be filled in accordance with the procedures set forth in Article IV, Section 13 of these By-laws.

SECTION 4: RESPONSIBILITIES

Each officer shall be subject to these By-laws. All officers shall attend the new officer training sponsored by RRHA. In addition officers are encouraged to attend other special training opportunities sponsored by the RC. Officers are required to attend at least eight meetings of the RC during the course of the year and to play an active role in the business of the RC. Failure to do so may result in the officers' removal from office.

SECTION 5: PRESIDENT

The President shall have general responsibility for the management of the affairs of the RC as are usually vested in the office of President, including, but not limited to the following:

- a. The duty to preside at all regular meetings of the members of the RC;
- b. The duty to countersign with the Treasurer all authorized checks; drafts and other orders for the payment of money issued in the name of the RC;
- c. The duty to implement all policies adopted by the membership;
- d. The duty to serve as the RC's representative on the Resident Tenant Organization (RTO) or other

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- duly recognized RRHA-wide Resident Organizations; and
- e. The duty to perform all other tasks that may be necessary and consistent with the best interests of the RC.

The President may not serve as the chairperson of any Committees.

SECTION 6: VICE PRESIDENT

The Vice President shall assist the President in the performance of his/her duties and perform all of the duties of the President in the temporary absence (i.e. away for RC business, medical, personal schedule conflict, etc.) of the President with the exception of countersigning checks and shall perform such other duties as the RC shall deem necessary from time to time. The Vice President shall also be authorized in the absence of the President to countersign with the Treasurer all authorized checks, drafts and other orders for the payment of money issued in the name of the RC. The Vice President may serve as a member of any of the RC's Committees, but shall not serve as a chairperson of any such committee.

SECTION 7: SECRETARY

The Secretary shall keep the minutes of all meetings of the members of the RC and perform such other duties as the membership shall deem necessary from time to time. Such minutes shall include the time and place of the particular meeting, how the meeting was called or authorized, the method and date of notice of the meeting, and the actions taken at the meeting and by what manner taken. An attachment of the names (sign-in sheets) of those present at the meeting should be included with the minutes.

The Secretary shall be the custodian of the By-laws (as amended from time to time), all minutes, and other records and documents.

With the assistance of the Property Manager, the secretary should verify current members of the resident council.

SECTION 8: ASSISTANT SECRETARY

The Assistant Secretary shall assist the Secretary in the performance of his/her duties, perform all of the duties of the Secretary in his or her absence, and perform such other duties as the membership shall deem necessary from time to time.

SECTION 9: TREASURER

The Treasurer shall have custody of the RC's checkbook, maintain an accurate record of all RC funds, and shall keep accurate accounts of receipts and payments of the RC and shall deposit all monies into the RC's official bank account.

The Treasurer shall have the duty to countersign all authorized checks and other payments issued in the name of the RC.

The Treasurer must prepare and present a quarterly financial report (spending plan) to the membership

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and shall have the responsibility for the timely completion and quarterly submission of all financial reports (spending plans) required by the RRHA and shall procure an independent third party and facilitate the completion of an annual financial audit of the RC's financials and associated reports to be presented to RRHA on an annual basis or as requested.

SECTION 10: RECORDS

- a. All financial records and minutes of the RC shall be made available for inspection by any member of the RC. All officers must, immediately upon leaving office, deliver all records, documents, books, monies, and other property of the RC to an active member of the Governing Board.
- b. The RC must maintain their financial records and annual audit completed by an independent third party provider to be submitted to RRHA as requested. Failure to comply with audit request or an unsatisfactory audit will lead to a designation of "Non-Compliant", and therefore will not be duly recognized as a RC.

SECTION 11: RESIGNATION

An officer, other than the President, may resign at any time by delivering a written resignation to the President. The President may resign by delivering a written resignation to the Vice President and the RRHA. The resignation of such officer shall be effective upon the delivery of such resignation.

SECTION 12: REMOVAL

- a. An officer may be removed for cause at any time for failing to perform their duties as described by their position in Article IV.
- b. A special meeting (the "Hearing") may be called for the purpose of considering the removal of an officer. To call a Hearing, a written petition calling for the Hearing must be delivered to the Secretary. If the hearing is against the Secretary, the petition should be delivered to the President. Such petition shall be signed by no less than 50% of the members of the RC and shall request that the Hearing be held and shall state the officer for whom removal shall be considered. Upon receipt of the petition, the Secretary shall contact the RTO to schedule a hearing which will be conducted by the RTO to ensure a fair and impartial hearing and also give notice of the Hearing specified in the manner specified in Article III, Section 4 of the By-laws. Although the RTO provides oversight of the Hearing, RTO members do not have a vote in the Hearing. Votes are to be cast only by RC members of the community in which the Hearing is held. In addition, the Secretary shall notify the RRHA in writing. At the Hearing, any person who signed the petition may present to the RC's reasons why such officer should be removed. Upon hearing such reasons, the challenged officer shall have an opportunity to defend him or herself. A vote for or against removal of the officer shall be taken within 15 days of the hearing and confirmed either way by a majority of those members in attendance.

SECTION 13: VACANCIES

Any vacancy in an office shall be filled in accordance with this Section.

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- a. If the unexpired portion of the term for such office equals or exceeds one (1) year, then such vacancy shall be filled by means of appointing the runner-up to the officer who vacated his or her position in the corresponding election to the office to serve the remaining term. If the runner-up is not available and chooses not to hold the office, then a special election must be held. If a special election is necessary, then the RC will follow the election procedures stated in these By-laws in Article VI. Candidates will be certified according to the qualification of officers set forth in Article IV, Section 3 of the By-laws.
- b. If the unexpired portion of the term for such office is less than one (1) year, the vacancy may be filled by appointment by the President. The President may not appoint anyone who does not meet the qualifications for officers set forth in Article IV, Section 3 of these By-laws. The appointment must be confirmed by a majority of those members in attendance.

ARTICLE V COMMITTEES

SECTION 1: STANDING COMMITTEES: MEMBERSHIP

The Standing Committees of the RC shall be the Governing Board and the By-laws Committee. Except as otherwise provided in these By-laws, all members of Standing Committees shall be appointed by the President and must be approved by a majority of the RC's membership body in attendance; provided, that such appointee shall meet the same requirements set forth for officers under Article IV, Section 3 of the By-laws. Each member of a Standing Committee shall serve for a term of three (3) years, or until his or her Successor has been appointed. Appointed Standing Committee Members may be removed at any time by the President for cause. Vacancies created by the death, resignation, or disqualification of an appointed Standing Committee Member may be filled by appointment by the President with the approval of the majority of the RC's membership body in attendance. The President shall serve as an Ex-officio Member by virtue of the Office of President.

SECTION 1.1: BY-LAWS COMMITTEE

The By-laws committee will consist of five (5) members of the RC who are appointed by the President and approved by the RC's membership body. This 5 member committee will have the responsibility of reviewing the RC's By-laws annually in the month of October. Any proposed changes to the RC's By-laws that are recommended by the By-laws Committee must be made in writing and presented to the RC membership. The RC membership shall have thirty (30) days to review the proposed changes to the By-laws and the proposed amendments are to be voted on at the regularly scheduled November meeting of the RC. Once voted on and passed, these amendments to the By-laws must be certified by the President and submitted to the RC's Secretary by December 31 of each calendar year.

SECTION 2: SPECIAL COMMITTEES

The President or the members may establish additional Special Committees and delegate to such Committees the authority as may be deemed necessary and appropriate by the President or by the vote of the RC membership establishing such committee, as applicable.

SECTION 3: COMMITTEES GENERALLY

Each Committee shall establish rules and regulations for its meetings and meet at such times as it deems necessary. Reasonable notice of all meetings shall be given to its members, and no act of a Committee shall be valid unless approved by the vote of a majority of its members. Every Committee shall keep regular minutes of its meetings and report the same to the RC membership at regular meetings of the RC membership. Unless otherwise specified in these By-laws, the chairperson of a Committee shall be elected by a majority vote of the members of such Committee.

**ARTICLE VI
ELECTIONS**

SECTION 1: GENERAL

Elections for officers shall be conducted in accordance with the procedures set forth in these By-laws and applicable HUD Regulations.

A procured independent third party election facilitation organization will monitor the election process and shall establish a procedure to appeal any adverse decision relating to failure to satisfy HUD minimum standards.

SECTION 2: DATE OF ELECTIONS

RC elections for officers shall be held in March. The actual date of the elections should be coordinated between the RC presidents and RRHA. Such elections shall be held every three years. The date of elections, based on extenuating circumstances may be changed to permit special replacement and or emergency elections. Community elections shall be announced at least thirty days preceding the election date. An independent third party election facilitation organization shall ensure that elections are duly held and all pertinent guidelines are followed. Resident Service Advisors and Property Management will provide support as required for the elections.

Announcement of elections shall be by:

- Posting or distribution of flyers.
- Announcement at the RC meeting at least thirty days before the election.
- Flyers distributed and posted in the Property Management Office.

SECTION 3: CANDIDATES FOR OFFICE

Candidates for office may be identified by completing the appropriate Officer Nomination Form which once completed must be submitted to the property manager who will then provide all Officer Nomination Forms to the third party elections facilitation organization by the first business day in February, prior to the election. Candidates can also be identified by a written petition signed by no less than twenty (20) voting members of the RC. Petition signatures will be verified by the third party elections facilitation organization with the assistance of the property management staff.

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Candidates that are nominated by petition must provide written consent in order for the third party election facilitation organization to move forward with the nomination process. The names of all the candidates who are nominated for office and who consent to run for office shall be provided to the independent third party election facilitation organization provider who will work with property management to certify all potential candidates the Candidates are placed on the official ballot for the upcoming election.

The third party elections facilitation organization must complete and submit the Slate or Officers for election by the first business day in February, prior to the election.

SECTION 4: ELECTION PROCEDURES

Notices that elections will be held on the election date shall be posted in prominent locations throughout the development no later than forty-five (45) days prior to the election date. These postings must be posted by the first business day of the month of February. Such notices shall state the time and date of the election, the location of the polling place, eligibility requirements of voters, qualifications for officers, deadlines for declaring candidacy, and such other information as is determined to be appropriate by third party elections facilitation organization and the RRHA, in compliance with HUD regulations.

All voting will be done by secret ballots prepared by the independent third party election facilitation organization, with the assistance of RRHA staff who may serve as election monitors. Such ballots shall allow for write-in candidates.

Elected officers shall be determined by a plurality of those members voting in the election.

- a. No write-in Candidates will be permitted to be placed on the ballots for any RC elections.
- b. The polls will be open from 8:30 a.m. until 5:30 p.m. on the election date, unless otherwise determined by the Nominating Committee, the independent third party election facilitation organization, and or by the RRHA staff.

Candidates may enter the polling place to vote in the election, but, otherwise shall not be permitted to re-enter the polling place. While the candidate is in the polling place, he or she shall not speak to other voters. No campaign literature shall be distributed in the polling place during the election. Candidates may campaign outside the polling site 50 feet or more away.

Ballot box must be opened and tabulated in presence of all officials by the independent third party election facilitation organization following the close of the polls. Votes must be counted at least two times, documented on a tally sheet and signed by the independent third party election facilitation organization. No relative or household member of any candidate may serve as a poll worker. After the ballots have been tallied, the independent third party election facilitation organization overseeing the election shall notify a Property Management representative, the RC president and RRHA of the results on the evening of the election. Results of the elections will be posted immediately, but, in no event, later than five (5) business days after the election date.

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SECTION 5: VOTING REQUIREMENTS

- Household members that are 18 years or older, and whose name is on a fully executed lease are eligible to vote.
- Residents must provide a picture ID or proof of current address, and be verified by the elections monitor to be permitted to vote.
- Voting will be conducted at the location designated on the election flyer.
- Voting must take place in person, no absentee ballots.
- Only residents of the development / building for which the election is held may vote.

SECTION 6: ELECTION CHALLENGES / APPEALS

- If irregularities occur during the election, the process is stopped and mechanisms are implemented to ensure a fair election occurs.
- Challenges to the election must be in writing and must occur within three business days of date the election results are posted. A Property Management representative should receive the challenge who will then provide the challenge to the independent third party.
- If the RRHA or the independent third party election facilitation organization determines the RC's elections did not meet HUD standards, then another election will be held. If the RC believes that the initial election met HUD standards, the RC may submit an appeal to an independent third party arbitrator that has been agreed upon by RRHA and the challenging party.
- If the independent third party arbitrator upholds the RRHA decision to void an election, then another election must be held. Current RC members remain in office until new officers are elected.
- If the third party arbitrator finds no irregularities and HUD standards were met, then the newly elected officials are installed.

SECTION 7: INSTALLATION OF OFFICERS

- Upon election of new officers, newly elected officers are to be installed within thirty days. It is mandatory that all newly elected officers of the RC attend a RRHA approved leadership training before installation. All officers must be installed before they can assume duties. Until installation, the current officers carry out RC duties.

ARTICLE VII MISCELLANEOUS PROVISIONS

SECTION 1: CONTRACTS

All contracts and agreements of the RC shall be expressly authorized by the RC membership and shall be executed by the President and at least one other officer. No officer or other agent of the RC may enter into any contract or execute and deliver any instrument in the name of and on behalf of the RC without the express and specific authorization of the RC's voting membership.

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SECTION 2: LOANS

No loans or advances shall be obtained by or on behalf of the RC and no note or other evidence of indebtedness shall be issued in the name of the RC unless and except as specifically and expressly authorized by the voting membership of the RC. Any such note or evidence of indebtedness shall be executed by the President or the Treasurer.

SECTION 3: COMPENSATION OF OFFICERS

The officers of the RC shall serve as such without salary, and no officer shall receive, directly or indirectly, any compensation which may be misinterpreted as a salary. However, RC officers can receive a monthly stipend from the RC of no more than \$ __0__ for the President, \$ __0__ for the Vice President, \$ __0__ for the Secretary, \$ __0__ for the Assistant Secretary, and \$ __0__ for the Treasurer. The officer stipends are given to officers to offset the cost each RC officer may incur as a result of transacting and operating RC business and programs.

SECTION 4: FISCAL YEAR

The fiscal year of the RC runs from the first day of July (July 1) through the last day of June (June 30).

SECTION 5: AUDITS

The RC must have an independent third party conduct a financial and operational audit of the RC for each fiscal year and submit the Audit Report to RRHA prior to the last business day of September each year.

SECTION 6: CONDUCT OF MEETINGS

The conduct of all meetings shall be according to Robert's Rules of Order as set forth in the ABC's of Parliamentary Procedure and said rules of order shall be the final authority, unless otherwise provided in these By-laws.

SECTION 7: USE OF TENANT PARTICIPATION FUNDS

The RC's participation funds are provided by RRHA for the sole purpose of uplifting and the betterment of the residents of the **Old Brook Circle** community. RRHA may choose not to fund RCs that are not "Compliant". The RC's participation funds are available to fund the development and implementation of programs and services that address the needs of the residents and facilitates effective operations of the RC. All programs, services and activities funded by participation funds shall be made available to all residents of the **Old Brook Circle** community. Participation funds are not to be used to pay/cure the personal debt of any RC member. Use of participation funds shall be approved via a majority vote of the members in attendance at a regular or special called meeting.

All RC participation funds provided by the RRHA shall be deemed as "restricted" which means that the participation funds have restricted uses and a specific purpose. All participation funds received by the RC shall be deposited into a bank account owned by the RC and also managed by the RC's Governing Board members. If a checking account is established in the name of the RC, all checks written must have two

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signatures, the President and the Treasurer. If the RC uses a debit card, a proper reconciliation of the expenditures must be immediately completed after purchase by the person making the purchase(s) and submitted along with all receipts to the Treasurer for approval and signature of the Treasurer and President. Funds shall never be deposited into the personal accounts of any members of the RC, their family members, friends, or associates. Funds shall also not be used for gambling or alcohol. Eligible expenses include;

1. Pay operating expense related to the operation of the RC including office supplies, office technology, travel, and meetings.
2. Provide training and programs that support healthy aging in place, self-sufficiency and healthy youth development.
3. Resident programs that promote cultural awareness, diversity, understanding and communication to strengthen the sense of community.
4. Reasonable refreshments and food costs that are directly related to eligible activities such as, programs, meetings, and travel.

All expenses over \$100 and all travel expenses for officers and/or members expecting re-imbursement for travel by the RC must have prior approval by RC membership.

ARTICLE VIII AMENDMENTS

SECTION 1: AMENDMENTS

Amendments to By-laws. These By-laws may be altered, amended, or repealed and new By-laws may be adopted by a majority vote of the RC membership in attendance at a regular or special called RC meeting, provided that such alterations, amendments, or proposed substitute By-laws have been read or distributed to all RC members present at the previous regular meeting or such action may be made at a special meeting held at least ten days after the regular meeting at which the reading or distribution was made.

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CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of the **Old Brook Circle** Resident Council and these By-laws constitute the RC's By-laws. The By-laws were duly adopted at a meeting of the RC membership held on January 31, 2014.

2/2-2014
Date


Signature of the Secretary of the **Old Brook Circle** Resident Council